

Southern Pacific Transportation Company

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GENERAL ATTORNEYS

RECEIVED
DEC 21 2 35 PM '78
Southern Pacific Building • One Market Plaza
San Francisco, California 94105
(415) 362-1212

I. C. C.
FEE OPERATION BR.

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EXECUTIVE VICE PRESIDENT-LAW

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GENERAL COUNSEL

RECORDATION NO. 9179-A Filed 142

DEC 21 1978 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

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JAMES G. FROUG
GARY LAAKSO
KAREN ACKERMAN
CAROL A. HARRIS
ATTORNEYS

December 20, 1978

No. 8355A027

Date DEC 21 1978

Fee \$10.00

ICC Washington, D. C.

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

St. Louis Southwestern Railway Company Equipment Trust,
Series F --- Recording Pursuant to Section 11303 of the
Interstate Commerce Act

Dear Sir:

There are enclosed for recording, pursuant to the provisions of Section 11303 of the Interstate Commerce Act the original and one fully executed counterpart of First Supplement dated as of December 1, 1978, to Equipment Trust Agreement dated as as of January 1, 1978, creating St. Louis Southwestern Railway Company Equipment Trust, Series F, together with this Company's voucher in the sum of \$10.00 in payment of the recording fee. This First Supplement deletes certain railroad equipment previously subjected to the above-entitled Equipment Trust, and adds certain equipment thereto, all as fully described hereinbelow.

The following document has been recorded with the Commission under former Section 20c (now Section 11303) in this matter:

Equipment Trust Agreement dated as of January 1, 1978, creating St. Louis Southwestern Railway Company Equipment Trust, Series F, recorded January 16, 1978, at 1:30 p.m. and was assigned Recordation No. 9179.

Paul Joyner
Charles F. [unclear]

In connection with the recording of the First Supplement to Equipment Trust dated as of January 1, 1978, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee-Lessor

The First Pennsylvania Bank N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Lessee-Guarantor

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment Deleted
from the above Equipment Trust Agreement
Pursuant to the First Supplement

- | | |
|-----|---|
| 185 | 70-ton, 50 ft., box cars with 16 ft. double sliding doors and cushion underframes; builder to be determined; lettered SSW and numbered 68000 to 68184, both numbers inclusive; and |
| 250 | 70-ton, 50 ft. high roof box cars with 16 ft. double sliding doors and cushion underframes; builder to be determined; lettered SSW and numbered 67750 to 67999, both numbers inclusive. |

General Description of the Equipment Subjected
to the above Equipment Trust Agreement Pursuant
to the First Supplement

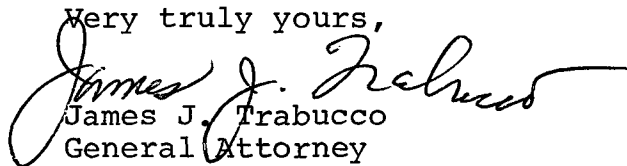
- | | |
|----|--|
| 28 | 3000 h.p., four-axle, four-motor diesel freight locomotives; General Motors Corporation (Electro-Motive Division), La Grange, Illinois, builder, lettered SSW and numbered 7628 to 7655, both numbers inclusive. |
|----|--|

When the recording of the First Supplement to Equipment

Page 3 - Mr. H. G. Homme, Jr.

Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative therewith, and return the same to him.

Very truly yours,


James J. Trabucco
General Attorney

Interstate Commerce Commission
Washington, D.C. 20423

12//
12/21/78

OFFICE OF THE SECRETARY

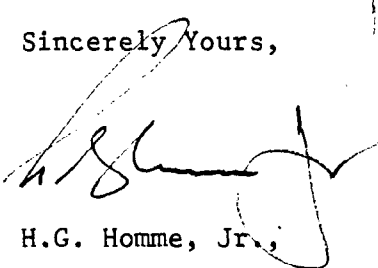
James J. Trabucco, Gen, Atty.
Southern Pacific Transportation Co.
Southern Pacific Building
One Market Plaza
San Francisco, Calif. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 12/21/78 at 2:40pm,
and assigned recordation number(s)

9179-A

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST

RECORDATION NO. *9179-A* Filed 1425

DEC 21 1978 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

Series F

FIRST

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

dated as of December 1, 1978

First Pennsylvania Bank N.A.

to

St. Louis Southwestern Railway Company

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the 1st day of December, 1978, between First Pennsylvania Bank N.A., a national association duly organized and existing under the laws of the United States of America, Trustee, as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part;

WHEREAS, by a certain Equipment Trust Agreement (hereinafter called the "Agreement") bearing date as of January 1, 1978, by and between the Trustee and the Company, there was constituted the "St. Louis Southwestern Railway Company Equipment Trust, Series F", under which the railroad equipment, specifically described in Schedule A thereto, is to be transferred to and title thereto is to be vested in the Trustee, and such railroad equipment is to be leased by the Trustee to the Company; and

WHEREAS, the said Agreement provides that in the event that it may be deemed necessary or desirable to procure for the transportation services of the Company, and to include in the said Equipment Trust other railroad equipment in lieu of any of the said railroad equipment specifically described in Schedule A of the Agreement, the Company may cause such other railroad equipment to be transferred to the Trustee and to be substituted under the trust; and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with former Section 20c (now Section 11303) of the Interstate Commerce Act on January 16, 1978, and was assigned recordation number 9179; and

WHEREAS, the parties hereto now desire to supplement and amend the Agreement to include in the said Equipment Trust other railroad equipment in lieu of certain railroad equipment presently described in Schedule A of the Agreement, and to cause such other railroad equipment to be transferred to the Trustee and to be substituted under the said Equipment Trust, and then leased by the Trustee to the Company, all as described herein and subject to the terms and conditions hereinafter set forth:

WITNESSETH:

That, in consideration of the foregoing and of the mutual promises of the parties hereto, the parties hereto agree as follows:

1. The Agreement and Schedule A to the Agreement are hereby amended to exclude therefrom, and there is hereby excluded from said St. Louis Southwestern Railway Company Equipment Trust, Series F, the following units of railroad equipment described therein:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Total Cost</u>
185	70-ton, 50 ft., box cars with 16 ft. double sliding doors and cushion underframes; builder to be determined; lettered SSW and numbered 68000 to 68184, both numbers inclusive;	\$ 6,567,500
250	70-ton, 50-ft., high roof box cars with 16 ft. double sliding doors and cushion under- frames; builder to be determined; lettered SSW and numbered 67750 to 67999, both numbers inclusive.	10,125,000
		<hr/> \$16,692,500

2. The following described railroad equipment is hereby substituted and included in, and subjected to, the said St. Louis Southwestern Railway Company Equipment Trust, Series F, and said Agreement in lieu of the railroad equipment described in paragraph 1 hereinabove, and Schedule A to the Agreement is hereby amended to include the following described railroad equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Total Cost</u>
28	3000-h.p., four-axle, four-motor diesel freight locomotives; General Motors Corporation (Electro-Motive Division), La Grange, Illinois, builder; lettered SSW and numbered 7628 to 7655, both numbers inclusive.	\$16,724,400

3. Schedule A of the Agreement is hereby further amended and supplemented by deleting the figure "\$24,035,500" opposite the words "Estimated Total Cost", and by substituting in lieu thereof the following figure: "\$24,067,400".

4. The Trustee does hereby let and lease to the Company for the term of fifteen (15) years from and after January 1, 1978, as part of the railroad equipment of St. Louis Southwestern Railway Company Equipment Trust, Series F, and subject to all terms and conditions of the Agreement, the said railroad equipment described in paragraph 2 hereinabove.


5. The Company promptly will cause this First Supplement to the Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act.

6. Except as amended hereby, the Agreement shall remain unaltered and in full force and effect.


7. This First Supplement to Agreement shall be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.


FIRST PENNSYLVANIA BANK N.A.,
Trustee

By 
D. P. Dorrian
Assistant Vice President


ATTEST:


Assistant Secretary

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

By 
Treasurer

ATTEST:


Assistant Secretary

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 15th day of December, 1978, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of St. Louis Southwestern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gene H. Chasing
Notary Public